

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION

SATISH SHAH, THE SATISH SHAH)
REVOCABLE TRUST, AMISH SHAH,)
DEBRA ANN SHAH, ROBERT E.)
THEROUX, DANIEL L. WILLIAMS)
and FREDERICK H. BACHMAN)

Plaintiffs,)

Case No. 3:06-CV-0712-RM

KIK INTERNATIONAL LLC,)
Defendant.)

COUNTER-DEFENDANTS' MOTION TO DISMISS

The Counter-defendants move to dismiss in their entirety all of the counterclaims filed by KIK International LLC ("KIK"), for failure to plead fraud with specificity under FED. R. CIV. P. 9(b) and failure to state a claim under FED. R. CIV. P. 12(b)(6).

THEREFORE, for the reasons stated in their supporting *Brief*, the Counter-defendants respectfully request that the Court dismiss KIK's counterclaims. Alternatively, the Counter-defendants request that this Court stay KIK's counterclaims pending resolution of the Net Working Capital Adjustment dispute for the reasons stated in the Sellers' *Consolidated Brief in Opposition to Defendant's Motion to Dismiss, and in Support of Cross Motions for Immediate Stay of the AAA Arbitration, for a Hearing to Determine Arbitral Forum, and to Compel Arbitration Before Ernst & Young*, filed on November 27, 2006, and for all other appropriate relief.

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the above *Motion to Dismiss* was served upon the following attorney of record by filing through the Northern District of Indiana's CM/ECF system on the 14th day of December, 2006.

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